Docket #0076 Date Filed: 7/13/2012

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**UNITED STATES BANKRUPTCY COURT**
**SOUTHERN DISTRICT OF NEW YORK**

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| In re:<br><br>RESIDENTIAL CAPITAL, LLC, *et al.*,<br><br>Debtors. | Case No. 12-12020 (MG)<br><br>Chapter 11<br><br>Jointly Administered |
| RESIDENTIAL CAPITAL, LLC, *et al.*,<br><br>Plaintiffs,<br>v.<br><br>ALLSTATE INS. CO., *et al.*,<br><br>Defendants. | Case No. 12-ap-01671 (MG)<br><br>Bankruptcy Case No. 12-12020(MG)<br><br>Jointly Administered |

**NOTICE OF APPEARANCE AND DEMAND**
**FOR NOTICES AND SERVICE OF PAPERS**

**PLEASE TAKE NOTICE** that Huntington Bancshares Inc., and Stichting Pensioenfonds ABP, by their undersigned counsel, file this Notice of Appearance and Request for Service of Papers in the above-captioned adversary proceeding (the "**Adversary Proceeding**"), and pursuant to Rules 2002, 3017, 7005, 9007, 9010 of the Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and sections 102(1), 342, and 1109(b) of title 11 of the

United States Code, as amended (the "**Bankruptcy Code**") requests that all notices given and all papers served or required to be served in the Adversary Proceeding be given to and served upon the following persons:

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**PLEASE TAKE FURTHER NOTICE** that, pursuant to section 1109(b) of the Bankruptcy Code, the foregoing request includes not only the notices and papers referred to in the Bankruptcy Code or Bankruptcy Rules, but also includes, without limitation, all orders and notices of any applications, motions, orders, hearings, pleadings, requests or petitions, complaints, demands, answering or reply papers, memoranda and briefs in support of any of the foregoing, and any other document brought before this Court with respect to the Adversary Proceeding, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, facsimile transmission, or otherwise that affects or seeks to affect in any way the Debtors or the property of the Debtors or any of the rights or interests held or asserted by Huntington Bancshares Inc. or Stichting Pensioenfonds ABP with respect to the Debtors or property of the Debtors.

**PLEASE TAKE FURTHER NOTICE** that neither this notice nor any subsequent appearance, pleading, claim, or suit is intended to waive and shall not constitute a waiver of (i) Huntington Bancshares Inc.'s or Stichting Pensioenfonds ABP's rights to have final orders in non-core matters entered only after *de novo* review by a District Court; (ii) Huntington Bancshares Inc.'s or Stichting Pensioenfonds ABP's rights to a jury trial in any proceedings so triable herein, or in any case, controversy, or proceeding related hereto; (iii) Huntington Bancshares Inc.'s or Stichting Pensioenfonds ABP's rights to request to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal, or (iv) any other rights, claims, actions, defenses, setoffs, or recoupments to which Huntington Bancshares Inc. or Stichting Pensioenfonds ABP is or may be entitled to under arguments, documents or instruments, in law or equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: New York, New York
July 13, 2012

Respectfully submitted,

**GRANT & EISENHOFER P.A.**

By: /s/ *Matthew P. Morris*
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**CERTIFICATE OF SERVICE**

I, Matthew P. Morris, hereby certify that on July 13, 2012, I caused true and correct copies of the annexed Notice of Appearance to be served electronically on those parties requesting electronic service via the Court's ECF system and on the parties listed below via postage-paid United States First Class Mail:

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| U.S. Trustee for the Southern District of New York<br>Attn: Tracy Hope Davis<br>Linda A. Riffkin<br>Brian S. Masumoto<br>33 Whitehall Street, 21st Floor<br>New York, NY 10004 | Residential Capital, LLC<br>Attn: Tammy Hamzehpour<br>1177 Avenue of the Americas<br>New York, NY 10036 |
| Curtis, Mallet-Prevost, Colt & Mosie LLP<br>Attn: Steven J. Reisman<br>Maryann Gallagher<br>101 Park Avenue<br>New York, NY 10178 | The Office of the United States Attorney General<br>U.S. Department of Justice<br>Attn.: U.S. Attorney General,<br>Eric H. Holder, Jr.<br>950 Pennsylvania Avenue NW<br>Washington, DC 20530-0001 |
| Office of the NY State Attorney General<br>Attn: Nancy Lord, Esq.<br>Neal Mann, Esq.<br>The Capitol<br>Albany, NY 12224-0341 | Office of the U.S. Attorney<br>for the Southern District of New York<br>Attn: Preet Bharara.<br>One St. Andrews Plaza<br>New York, NY 10007 |
| Kramer Levin Naftalis & Frankel LLP<br>Attn: Ken Eckstein<br>Douglas H. Mannal<br>1117 Avenue of the Americas<br>New York, NY 10036 | Citibank N.A.<br>Attn: Bobbie Theivakumaran<br>390 Greenwich Street, 6th Floor<br>New York, NY 10013 |
| Fannie Mae<br>Attn: Peter McGonigle<br>1835 Market St. Ste 2300<br>Philadelphia, PA 19103 | Kirkland & Ellis<br>Attn: Richard M. Cieri<br>Ray C. Schrock<br>Stephanie E. Hessler<br>601 Lexington Avenue<br>New York, NY 10022 |

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| Deutsche Bank Trust Company Americas<br>Attn: Kevin Vargas<br>25 DeForest Avenue<br>Summit, NJ 07901 | The Bank of New York Mellon,<br>Asset Backed Securities Group<br>101 Barclays Street 4W<br>New York, NY 10286 |
| U.S. Bank National Association<br>Attn: George Rayzis<br>50 South 16th Street, Suite 2000<br>Philadelphia, PA 19102 | U.S. Bank National Association<br>Attn: Irina Palchuk<br>60 Livingston Avenue, EP-MN-WS1D<br>St. Paul, MN 55107 |
| Kelley Drye & Warren LLP<br>Attn: James S. Carr<br>Eric R. Wilson<br>101 Park Avenue<br>New York, NY 10178 | Wells Fargo Bank, N.A.<br>Attn: Corporate Trust Services, GMACM<br>Home Equity Notes 2004 Variable<br>Funding Trust<br>P.O. Box 98<br>Columbia, MD 21046 |
| Skadden, Arps, Slate, Meagher<br>& Flom LLP<br>Attn: Kenneth S. Ziman<br>Jonathan H. Hofer<br>Sarah M. Ward<br>Suzanne D T Lovett<br>Four Times Square<br>New York, NY 10036 | Nationstar Mortgage LLC<br>Attn: General Counsel<br>350 Highland Drive<br>Lewisville, TX 75067 |
| Sidley Austin LLP<br>Attn: Larry Nyhan<br>Jessica CK Boelter<br>One South Dearborn<br>Chicago, IL 60603 | Internal Revenue Service<br>Centralized Insolvency Operation<br>P.O. Box 7346<br>Philadelphia, PA 19101-7346 |
| Securities & Exchange Commission<br>New York Regional Office<br>Attn: George S. Canellos,<br>Regional Director<br>3 World Financial Center, Suite 400<br>New York, NY 10281-1022 | Quinn Emanuel Urquhart & Sullivan, LLP<br>Attn: Daniel L. Brockett, Esq.<br>51 Madison Avenue – 22nd Floor<br>New York, NY 10010 |
| Bernstein Litowitz Berger<br>& Grossman LLP<br>Attn: Gerald H. Silk, Esq.<br>1285 Avenue of the Americas, 38th Floor<br>New York, NY 10019 | Cohen Milstein Sellers & Toll PLCC<br>Attn: Joel P. Laitman, Esq.<br>88 Pine Street, 14th Floor<br>New York, NY 10005 |

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| Labaton Sucharow LLP<br>Attn: Joel H. Bernstein, Esq.<br>140 Broadway<br>New York, NY 10005 | Robbins Geller Rudman & Dowd LLP<br>Attn: Samuel H. Rudman, Esq.<br>58 South Service Road, Suite 200<br>Melville, NY 11747 |
| Jones Day<br>Attn: Howard F. Sidman, Esq.<br>222 East 41st Street<br>New York, NY 10017 | Susman Godfrey LLP<br>Attn: Jacob Buchdahl, Esq.<br>560 Lexington Avenue, 15th Floor<br>New York, NY 10022 |
| Grais & Ellsworth LLP<br>Attn: David J. Grais, Esq.<br>Mark B. Holton, Esq.<br>Kathryn E. Matthews, Esq.<br>Leanne M. Wilson, Esq.<br>Maria Heifetz, Esq.<br>1211 Avenue of the Americas<br>New York, NY 10036 | Wollmuth Maher & Deutsch LLP<br>Attn: Paul R. DeFilippo<br>Steven S. Fitzgerald<br>500 Fifth Avenue<br>New York, NY 10110 |
| Mark B. Holton<br>Grais & Ellsworth LLP<br>1211 Avenue of the Americas – 32nd Flr.<br>New York, NY 10036 | Internal Revenue Service<br>Centralized Insolvency Operation<br>2970 Market St.<br>Philadelphia, PA 19104 |
| Morrison & Foerster LLP<br>Attn: Lauren M. Nashelsky<br>Gary S. Lee<br>Lorenzo Marinuzzi<br>Tammy Hamzehpour<br>1290 Avenue of the Americas<br>New York, NY 10104 | Securities & Exchange Commission<br>Secretary of the Treasury<br>100 F St NE<br>Washington, DC 20549 |
| Internal Revenue Service<br>Insolvency Section<br>31 Hopkins Plz Rm 1150<br>Baltimore, MD 21201 | Office of the U.S. Attorney<br>for the Southern District of New York<br>Attn: Joseph Cordaro<br>86 Chambers St. 3rd Fl<br>New York, NY 10007 |

Dated: New York, New York
July 13, 2012

/s/ Matthew P. Morris